

KEEGAN, WERLIN & PABIAN, LLP

ATTORNEYS AT LAW
265 FRANKLIN STREET
BOSTON, MASSACHUSETTS 02110-3113

(617) 951-1400

TELECOPIERS:
(617) 951-1354
(617) 951-0586

February 20, 2004

Mary L. Cottrell, Secretary
Department of Telecommunications and Energy
One South Station
Boston, MA 02110

Re: Cambridge Electric Light Company/Commonwealth Electric Company d/b/a
NSTAR Electric, D.T.E. 02-80B, Settlement Extension Letter

Dear Secretary Cottrell:

On January 20, 2004, Cambridge Electric Light Company and Commonwealth Electric Company d/b/a NSTAR Electric and the Attorney General (together, the "Settling Parties"), submitted for approval by the Department of Telecommunications and Energy (the "Department") a Joint Motion for Approval of Settlement Agreement and a Settlement Agreement resolving issues in the Companies' reconciliation of costs and revenues for the year 2002. The Joint Motion and the Settlement Agreement provided that if the Department did not approve the Settlement Agreement in its entirety by February 27, 2004, it shall be deemed withdrawn.

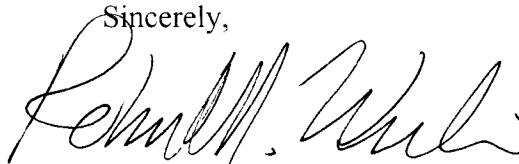
The Settling Parties have agreed to extend the deadline for approval of the Settlement Agreement to March 5, 2004. Therefore, by this letter, the Settling Parties hereby amend Paragraph 3.5 of the Settlement Agreement by deleting the date "February 27, 2004" and inserting in its place "March 5, 2004."

I hereby certify that the Attorney General has authorized me to represent the agreement of Attorney General to the terms of this amendment to the Settlement Agreement. If you have any questions, please contact Joseph Rogers or Judith Laster, Assistant Attorneys General, or me.

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Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert N. Werlin". The signature is fluid and cursive, with the first name "Robert" being the most prominent part.

Robert N. Werlin

cc: Caroline Bulger, Hearing Officer
Service List